

**ORIGINAL**

Edward O. Sassower (ES 5823)

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Citigroup Center  
153 East 53rd Street  
New York, New York 10022-4611  
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Facsimile: (212) 446-4900

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

CALPINE CORPORATION, et al.,

Debtors.

Chapter 11  
Case No. 05-60200 (BRL)

ARISTEIA CAPITAL, L.L.C.,  
AURELIUS CAPITAL MANAGEMENT, L.P.,  
DRAWBRIDGE SPECIAL OPPORTUNITIES  
ADVISORS LLC, ORE HILL HUB FUND LTD.,  
NISSWA MASTER FUND LTD., PINES EDGE  
VALUE INVESTORS LTD., PINES EDGE  
VALUE INVESTORS L.P., SILVER SANDS  
FUND LLC, STARK MASTER FUND LTD.,  
3V CAPITAL MANAGEMENT, LLC,  
BRENCOURT CREDIT OPPORTUNITIES  
MASTER, LTD., BRENCOURT MULTI-  
STRATEGY ENHANCED DEDICATED  
FUND, LP, DILLON READ U.S. FINANCE  
L.P., DILLON READ FINANCIAL PRODUCTS  
TRADING LTD., LINDEN CAPITAL L.P.  
AND ORE HILL HUB FUND, LTD, HSBC BANK  
USA, N.A., AS INDENTURE TRUSTEE FOR  
THE 6% CONVERTIBLE NOTES DUE 2014  
AND THE 4.75% CONTINGENT  
CONVERTIBLE NOTES DUE 2023, AND  
MANUFACTURERS & TRADERS TRUST  
COMPANY, AS INDENTURE TRUSTEE FOR THE  
7.75% CONVERTIBLE NOTES,

Appellants,

-against-

CALPINE CORPORATION AND ITS  
AFFILIATED DEBTORS AND DEBTORS  
IN POSSESSION, OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS OF

Civil Case No. 07-07830 (JGK)  
Jointly Administered

**MOTION TO ADMIT  
COUNSEL PRO HAC VICE**

FILED  
U.S. DISTRICT COURT  
2007 SEP 27 PM 4:27  
S.D. OF N.Y.

014 10-27-07 205 525 297820

CALPINE CORPORATION, OFFICIAL  
COMMITTEE OF EQUITY SECURITY  
HOLDERS,

Appellees.

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PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District  
Courts for the Southern and Eastern Districts of New York, I, Edward O. Sassower, a member in  
good standing of the bar of this Court, hereby move for an Order allowing the admission pro hac  
vice of:

Jeffrey S. Powell  
Kirkland & Ellis LLP  
655 Fifteenth Street, NW  
Washington, D.C. 20005  
Tel.: (202) 879-5000  
Fax: (202) 879-5200

Jeffrey S. Powell is a member in good standing of the Bar of the State of Illinois  
and the Bar of the District of Columbia. There are no pending disciplinary proceedings against  
Jeffrey S. Powell in any State or Federal court.

Dated: September 27, 2007  
New York, New York



\_\_\_\_\_  
Edward O. Sassower (ES 5823)

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153 East 53rd Street  
New York, New York 10022-4611  
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Attorneys for the Debtors

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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: Chapter 11  
: Case No. 05-60200 (BRL)  
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CALPINE CORPORATION, OFFICIAL  
COMMITTEE OF EQUITY SECURITY  
HOLDERS,

Appellees.  
-----X

:  
: Civil Case No. 07-07830 (JGK)  
: Jointly Administered  
:

**AFFIDAVIT OF EDWARD O. SASSOWER  
IN SUPPORT OF MOTION TO ADMIT  
COUNSEL PRO HAC VICE**

STATE OF NEW YORK     )  
                                      )  
COUNTY OF NEW YORK    )     ss.:

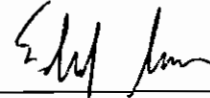
Edward O. Sassower, being duly sworn, hereby deposes and says as follows:

1. I am a partner at the law firm of Kirkland & Ellis, counsel for Calpine Corporation in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Calpine Corporation's motion to admit Jeffrey S. Powell as counsel *pro hac vice* to represent Calpine Corporation in this matter.
2. I am a member in good standing of the bar of New York, and was admitted to practice law in 2000. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.
3. Jeffrey S. Powell is an attorney at Kirkland & Ellis, LLP, 655 Fifteenth Street, NW, Washington, D.C. 20005.
4. I have found Jeffrey S. Powell to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with Federal procedural rules.
5. Accordingly, I am pleased to move the admission of Jeffrey S. Powell, *pro hac vice*.
6. I respectfully submit a proposed order gaining the admission of Jeffrey S. Powell, *pro hac vice*, which is attached hereto as Exhibit A.

WHEREFORE it is respectfully requested that the motion to admit Jeffrey S. Powell, *pro hac vice*, to represent Calpine Corporation in the above captioned matter, be granted.

Dated: September 27, 2007  
New York, New York

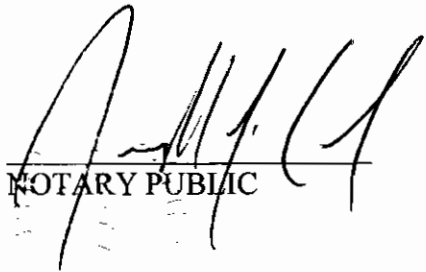
Respectfully submitted,



Edward O. Sassower (ES 5823)

Sworn to before me

the 27 day of September, 2007

  
NOTARY PUBLIC

**JOSEPH J. CALI**  
Notary Public, State of New York  
No. 01CA5015323  
Qualified in New York County  
Commission Expires July 19, 2009

## CERTIFICATE OF GOOD STANDING



*United States of America*

}ss. Jeffrey Slater Powell

*Northern District of Illinois*

I, Michael W. Dobbins, Clerk of the United States District Court  
for the Northern District of Illinois,

DO HEREBY CERTIFY That Jeffrey Slater Powell  
was duly admitted to practice in said Court on (12/18/1986)  
and is in good standing as a member of the bar of said court.

Dated at Chicago, Illinois  
on (09/11/2007 )

Michael W. Dobbins, Clerk,

By: Liri Isufi  
Deputy Clerk

A handwritten signature in black ink, appearing to read "Liri Isufi", written over a circular stamp or seal.

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: Chapter 11  
: Case No. 05-60200 (BRL)

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: Civil Case No. 07-07830 (JGK)  
: Jointly Administered

**ORDER FOR ADMISSION PRO  
HAC VICE ON WRITTEN MOTION**

Upon the motion of Edward O. Sassower, attorney for Calpine Corporation and  
said sponsor attorney's affidavit of support;

**IT IS HEREBY ORDERED** that

Jeffrey S. Powell  
Kirkland & Ellis LLP  
655 Fifteenth Street, NW  
Washington, D.C. 20005  
Tel.: (202) 879-5000  
Fax: (202) 879-5200  
jpowell@kirkland.com

is admitted to practice *pro hac vice* as counsel for Calpine Corporation in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at [www.nysd.uscourts.gov](http://www.nysd.uscourts.gov). Counsel shall forward the *pro hac vice* fee to the Clerk of Court.

Dated: September \_\_, 2007  
New York, New York

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United States District Judge